

RECORDATION NO. 24313-6 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

JUL 10 '03 4-06 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
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July 10, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Indenture Supplement No. 3, dated July 11, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Indenture which was previously filed with the Board under Recordation Number 24313-B.

The names and addresses of the parties to the enclosed document are:

Owner
Trustee: BOHLI/Staley Trust 2003A LLT, acting through
U.S. Bank Trust National Association
Goodwin Square
225 Asylum Street 29th Floor
Hartford, Ct 06103

Indenture
Trustee: Wells Fargo Bank Northwest,
National Association
79 South Main Street 3rd Floor
Salt Lake City, UT 84111

Mr. Vernon A. Williams
July 10, 2003
Page Two

A description of the railroad equipment covered by the enclosed document is:

126 railcars within the series STLX 51114 – STLX 51208 and STLX 51319 – STLX 51411 as more particularly set forth in the schedule attached to the document.

A short summary of the document to appear in the index follows:

Memorandum of Indenture Supplement No. 3

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

**MEMORANDUM OF INDENTURE SUPPLEMENT NO. 3
(BOHLI/STALEY TRUST 2003A LLT)**

MEMORANDUM OF INDENTURE SUPPLEMENT NO. 3, made and entered into as of July 11, 2003 by and between BOHLI/Staley Trust 2003A LLT, acting through U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as owner trustee ("Owner Trustee") and Wells Fargo Bank Northwest, National Association, as Indenture Trustee ("Indenture Trustee").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BOHLI/Staley Trust 2003A LLT), dated as of January 31, 2003 (the "Trust Indenture"), by which the Owner Trustee has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Trust Indenture.

2. A memorandum of the Trust Indenture was recorded with the Surface Transportation Board on January 30, 2003 pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Indenture Supplement No. 3 (BOHLI/Staley Trust 2003A LLT), dated July 11, 2003, relating to the Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

[SIGNATURES TO FOLLOW]

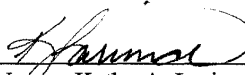
RECORDATION NO. 24313-6 FILED

JUL 10 '03 4-06 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BOHLI/STALEY TRUST 2003A LLT, acting
through U.S. BANK TRUST NATIONAL
ASSOCIATION, not in its individual capacity but
solely as Owner Trustee

By: 
Name: Kathy A. Larimore
Title: Vice President

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, as Indenture Trustee

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BOHLI/STALEY TRUST 2003A LLT, acting
through U.S. BANK TRUST NATIONAL
ASSOCIATION, not in its individual capacity but
solely as Owner Trustee

By: _____
Name:
Title:

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, as Indenture Trustee

By: DeAnn Madsen
Name: DeAnn Madsen
Title: Trust Officer

STATE OF CONNECTICUT)

ss

COUNTY OF HARTFORD)

On this 10th day of July, 2003, before me personally appeared, Kathy A. Larimore, to me personally known, being by me duly sworn, says that she is the Vice President of U.S. Bank Trust National Association and that the said instrument attached hereto was signed on behalf of such association under the authority of the board of directors on July 10, 2003 and he acknowledged that the execution of the said instrument was the act and deed of such association.

Notary Public in and for
the State of CT

Susan P. McNally

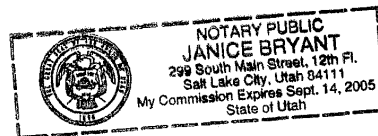
SUSAN P. McNALLY
NOTARY PUBLIC
COM. EXPIRES MARCH 31, 2005

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

ss

On this 10th day of July, 2003, before me personally appeared, DeAnn Madsen, to me personally known, being by me duly sworn, says that she is the Trust Officer of Wells Fargo Bank Northwest, National Association and that the said instrument attached hereto was signed on behalf of such association under the authority of the board of directors and she acknowledged that the execution of the said instrument was the act and deed of such association.

Notary Public in and for
the State of Utah



SCHEDULE A

DESCRIPTION OF ITEMS OF EQUIPMENT

80 - 19,636 gallon capacity, coiled and insulated Railroad Tank Cars

STLX 51114	STLX 51157	STLX 51200
STLX 51117	STLX 51158	STLX 51208
STLX 51120	STLX 51159	
STLX 51121	STLX 51160	
STLX 51122	STLX 51161	
STLX 51123	STLX 51162	
STLX 51124	STLX 51163	
STLX 51125	STLX 51164	
STLX 51126	STLX 51165	
STLX 51127	STLX 51166	
STLX 51128	STLX 51167	
STLX 51129	STLX 51168	
STLX 51130	STLX 51169	
STLX 51131	STLX 51170	
STLX 51132	STLX 51171	
STLX 51133	STLX 51172	
STLX 51134	STLX 51173	
STLX 51135	STLX 51174	
STLX 51136	STLX 51175	
STLX 51137	STLX 51176	
STLX 51138	STLX 51177	
STLX 51139	STLX 51178	
STLX 51140	STLX 51179	
STLX 51141	STLX 51180	
STLX 51142	STLX 51181	
STLX 51143	STLX 51182	
STLX 51144	STLX 51183	
STLX 51145	STLX 51184	
STLX 51146	STLX 51186	
STLX 51147	STLX 51187	
STLX 51148	STLX 51188	
STLX 51149	STLX 51189	
STLX 51150	STLX 51190	
STLX 51151	STLX 51191	
STLX 51152	STLX 51192	
STLX 51153	STLX 51193	
STLX 51154	STLX 51194	
STLX 51155	STLX 51196	
STLX 51156	STLX 51197	

DESCRIPTION OF ITEMS OF EQUIPMENT

46 - 19,900 gallon capacity, coiled and insulated Railroad Tank Cars

STLX 51319	STLX 51403
STLX 51321	STLX 51404
STLX 51331	STLX 51405
STLX 51347	STLX 51406
STLX 51348	STLX 51408
STLX 51349	STLX 51410
STLX 51359	STLX 51411
STLX 51361	
STLX 51367	
STLX 51369	
STLX 51370	
STLX 51373	
STLX 51375	
STLX 51376	
STLX 51377	
STLX 51378	
STLX 51379	
STLX 51380	
STLX 51382	
STLX 51383	
STLX 51384	
STLX 51385	
STLX 51386	
STLX 51387	
STLX 51388	
STLX 51389	
STLX 51390	
STLX 51391	
STLX 51392	
STLX 51393	
STLX 51394	
STLX 51395	
STLX 51396	
STLX 51397	
STLX 51398	
STLX 51399	
STLX 51400	
STLX 51401	
STLX 51402	